

**UNANIMOUS WRITTEN CONSENT  
ERBO PROPERTIES LLC**

Erno Bodek, being the Manager and C. Anthony Shippam, the Independent Manager of ERBO Properties LLC, a New York limited liability company (the “Company”), in accordance with the New York Limited Liability Company Act and the Limited Liability Company Agreement of ERBO Properties LLC, effective as of November 19, 2021 (the “Agreement”), do hereby consent to, adopt, authorize and approve the following resolutions as of January 9, 2023.

**WHEREAS**, the Manager and the Independent Manager have considered the financial and operational conditions of the Company; and

**WHEREAS**, the Manager and the Independent Manager have reviewed information and considered the advice and recommendation of the Company’s professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a restructuring of the Company’s business and assets under title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”); and

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that after consideration of the alternatives and the advice of the Company’s professionals and advisors, the Manager has determined in his business judgment that it is in the best interests of the Company, its creditors, interest holders, and other interested parties and the Independent Manager having been asked to consent to a Material Action pursuant to Article 11.2. of the Agreement, and considering his fiduciary duties, if any, as provided under the Agreement that a voluntary petition be filed by the Company seeking relief under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Petition”), and the filing of such Petition be, and hereby is, authorized in all respects; and it is

**FURTHER RESOLVED**, that Erno Bodek and such other additional persons as may be designated by the Manager and any other officer or person designated hereby are appointed as authorized signatories and representatives in connection with the bankruptcy proceeding authorized herein (collectively the “Authorized Representatives”); and it is

**FURTHER RESOLVED**, that the Authorized Representatives are, and each of them hereby is, authorized, directed and empowered on behalf of the Company to execute and verify the Petition in the name of the Company under the Bankruptcy Code and to cause the same to be filed; and it is

**FURTHER RESOLVED**, that the Authorized Representatives are, and each of them hereby is, authorized and directed to work with the Company’s advisors to effectuate a restructuring under the Bankruptcy Code; and to file all necessary motions and papers in the United States Bankruptcy Court for the Southern District of New York to obtained approval of such restructuring; and hereby authorized and directed to execute appropriate agreements and related ancillary documents; and it is

**FURTHER RESOLVED**, that the Authorized Representatives are, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to negotiate, execute verify and file, or cause to be executed, verified and filed, all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain legal counsel, financial advisors, accountants and other professionals and to take any and all action which such Authorized Representative deems necessary and proper in connection with the bankruptcy case.

**IN WITNESS WHEREOF**, the undersigned Manager and Independent Manager hereby consent to and approve and adopt these resolutions as of the date set forth above and direct that this Written Consent be filed with the Company's minutes and official records.

**ERBO PROPERTIES LLC,**  
a New York limited liability company

By: /s/ Erno Bodek  
Name: Erno Bodek  
Title: Manager

**INDEPENDENT MANAGER**

/s/ C. Anthony Shippam  
C. Anthony Shippam